

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JJF)
)
Debtors.) (Jointly Administered)
)
) Objections due by: 9/10/01 @ 4 p.m.
) Hearing Date: To Be Determined

**FIRST AND FINAL FEE APPLICATION OF ASHBY & GEDDES, P.A.,
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF
ASBESTOS PERSONAL INJURY CLAIMANTS OF W.R. GRACE & CO.,
FOR THE PERIOD APRIL 12, 2001 THROUGH JUNE 15, 2001**

Name of Applicant:	<u>Ashby & Geddes, P.A.</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Asbestos Personal Injury Claimants</u>
Date of retention:	<u>July 18, 2001</u> <u>nunc pro tunc to April 12, 2001 through June 15, 2001</u>
Period for which compensation and reimbursement is sought:	<u>April 12, 2001 through June 15, 2001</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$27,614.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$7,145.41</u>

This is an: _____ interim **X** final application.

Ashby & Geddes will not seek compensation for preparation of this application because it was incurred outside of the period covered by this application.

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FOR THE PERIOD APRIL 12, 2001 THROUGH JUNE 15, 2001**

Pursuant to 11 U.S.C. §§ 330 and 331, and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Ashby & Geddes, P.A. ("Ashby & Geddes") hereby submits their First and Final Fee Application ("Application") for an Order awarding it compensation for professional legal services rendered as Delaware counsel to the Official Committee of Asbestos Personal Injury Claimants (the "Committee") in the amount of \$27,614.00, together with reimbursement of Ashby and Geddes' actual and necessary expenses incurred in the amount of \$7,145.41, for the period commencing April 12, 2001 through and including June 15, 2001 (the "Period"). In support of this Application, Ashby & Geddes respectfully represents as follows:

I. JURISDICTION

1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §1334. This Application constitutes a core proceeding under 28 U.S.C. §157(b)(2)(A) and (B).

II. BACKGROUND

2. On April 2, 2001 (the "Petition Date"), the Debtors filed their voluntary petition, seeking relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

3. From the Petition Date through the date of this Application, the Debtors have continued to operate their businesses and manage their properties as debtors-in-possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 12, 2001, the Office of the United States Trustee appointed the Asbestos Claimant's Committee, pursuant to section 1102 of the Bankruptcy Code.

5. On June 14, 2001, the Committee filed and served the Application To Employ Ashby & Geddes as Co-Counsel to the Official Committee of Asbestos Personal Injury Claimants (the "Retention Application"). Through the Retention Application, the Committee sought authorization to employ Ashby & Geddes as Delaware counsel, *nunc pro tunc*, to April 12, 2001 through June 15, 2001. Effective June 16, 2001, Campbell & Levine began serving as Delaware counsel to the Asbestos Claimants Committee. On July 18, 2001, the Court entered an Order approving the Retention Application.

III. RELIEF REQUESTED

6. Through this Application, Ashby & Geddes seek allowance of \$27,614.00 in fees for services rendered and \$7,145.41 for reasonable and necessary expenses incurred from April 12, 2001 through June 15, 2001. Thus, Ashby & Geddes seek allowance in the total amount of \$34,759.41.

7. Ashby & Geddes have received no payment and no promises for payment from any source for services rendered from April 12, 2001 through June 15, 2001 in connection with the case. There exists no agreement or understanding between Ashby & Geddes and any other

person for the sharing of any compensation to be received for services rendered by Ashby & Geddes in the case.

8. All services for which compensation is requested by Ashby & Geddes pursuant to this Application were performed for or on behalf of the Committee in this case.

IV. SUMMARY OF SERVICES RENDERED

9. The professionals at Ashby & Geddes who have provided services to or for the Committee in this case and their standard hourly rates from April 12, 2001 through June 15, 2001 were as follows:

<u>Name</u>	<u>Position</u>	<u>Years in Position</u>	<u>Rate</u>
Stephen E. Jenkins (SEJ)	Partner	12+ years	\$350.00
Christopher S. Sontchi (CSS)	Partner	1 year	\$285.00
Matthew G. Zaleski III (MGZ)	Associate	4+ years	\$250.00
Ricardo Palacio	Associate	4+ years	\$230.00
R. X. Zahralddin-Aravena (RXZA)	Associate	3+ years	\$225.00
Cathie J. Boyer (CJB)	Paralegal	14+ years	\$120.00
Wendy S. Travers (WST)	Paralegal	13+ years	\$120.00
Benjamin Keenan (BK)	Paralegal	1 year	\$100.00
Christina M. Garvine (CMG)	Paralegal	6+ years	\$100.00

10. Ashby & Geddes has maintained detailed records of the time spent in the rendition of professional services for the Committee during the Period. Attached hereto as Exhibit A and incorporated herein by reference are true and correct copies of the monthly billing statements prepared for the services rendered in this case by Ashby & Geddes (the "Billing Statements"). The Billing Statements are in the same form regularly used by Ashby & Geddes to bill its clients

for services rendered and includes the date that the services were rendered, a detailed, contemporaneous narrative description of the services, the amount of time spent for each service and the designation of the professional who performed the service. In addition, attached hereto as Exhibit B and incorporated herein by reference is a summary by category of the professional services provided during the Period.

11. As set forth on Exhibits A and B, Ashby & Geddes rendered 122.70 hours of professional services during the Period, resulting in legal fees totaling \$27,614.00 and associated reasonable and necessary expenses totaling \$7,145.41.

12. The total value of the services rendered by Ashby & Geddes as shown on Exhibit B, broken down among the persons rendering the services is as follows:

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Value</u>
Stephen E. Jenkins	1.3	\$350.00	\$455.00
Christopher S. Sontchi	4.20	\$285.00	\$1,197.00
Matthew G. Zaleski, III	79.80	\$250.00	\$19,950.00
Ricardo Palacio	5.50	\$230.00	\$1,265.00
R. X. Zahralddin-Aravena	12.20	\$225.00	\$2,745.00
Cathie J. Boyer	.30	\$120.00	\$36.00
Wendy S. Travers	1.30	\$120.00	\$156.00
Benjamin Keenan	15.70	\$100.00	\$1,570.00
Christina M. Garvine	2.40	\$100.00	\$240.00
Total	122.70	\$225.05	\$27,614.00

13. Set forth below are the rates for the expenses incurred by Ashby & Geddes for which reimbursement is requested pursuant to this Application, as well as the basis for such rates for the identified expense items:

a) Copy charges: Ashby & Geddes charges 10 cents per page for copies and such charge is based on an analysis of the cost to Ashby & Geddes to make a copy;

b) Computer research charges: Ashby & Geddes passes through on an exact cost basis all computer-assisted research charges; and

c) Out-going facsimile charges: Ashby & Geddes charges \$0.50 for each page. These charges are based on an analysis of the cost to Ashby & Geddes to send facsimile transmissions. Ashby & Geddes do not pass through to its client's expenses or charges related to incoming facsimile transmissions.

14. Attached hereto as Exhibit C and incorporated herein by reference is a summary by category of the expenses incurred by Ashby & Geddes for which reimbursement is requested. This information also appears on Exhibit A hereto. Further supporting documentation is available upon request.

15. The general areas in which Ashby & Geddes has rendered professional services to the Committee during the Period in the Case may be broadly characterized as follows:

a) providing legal advice with respect to the Committee's powers and duties as an official committee appointed under section 1102 of the Bankruptcy Code;

b) preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements and other legal papers;

c) appearing in Court to present necessary motions, applications and pleadings and otherwise protecting the interests of the Committee; and

d) performing legal services for the Committee necessary and proper in these proceedings.

16. The generality of the foregoing description is amplified on a day-to-day basis by the Billing Statement attached as Exhibit A.

V. ALLOWANCE OF COMPENSATION

17. Ashby & Geddes have endeavored to represent the Committee in the most expeditious and economical manner possible. Further, the professionals at Ashby & Geddes have coordinated their activities to avoid duplication of the firm's efforts on behalf of the Committee in the case whenever possible.

WHEREFORE, Ashby & Geddes, P.A. respectfully requests that the Court approve this Application and allow and direct the payment of \$27,614.00 in fees and reimbursement of \$7,145.41 in expenses, and for such other and further relief as the Court deems just and proper.

ASHBY & GEDDES



William F. Bowden (I.D. #2553)
Christopher S. Sontchi (I.D. #3159)
222 Delaware Avenue, 17th Floor
P.O. Box 1150
Wilmington, DE 19899
(302) 654-1888

Delaware Counsel for the Official Committee of
Asbestos Personal Injury Claimants

Dated: August 20, 2001
98924.1

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EXHIBIT A

ASHBY & GEDDES

ATTORNEYS AND COUNSELLORS AT LAW

TELEPHONE
302-654-1888

222 DELAWARE AVENUE

P. O. BOX 1150

FED ID#23-2193414

STATEMENT

WILMINGTON, DELAWARE 19899

August 13, 2001

Billed through 06/15/01

Account: OFFCL-00012-008 CSS

Official Committee of Asbestos Personal
Injury Claimants
c/o Elihu Inselbuch, Esq. &
Peter Lockwood, Esq.
Caplin & Drysdale, Chartered
399 Park Avenue, 36th Floor
New York, NY 10033-4614

In Re: W. R. Grace

FOR PROFESSIONAL SERVICES RENDERED

04/12/01	MGZ	Attendance at first meeting of Creditors Committee (1.3); office conference with William Bowden regarding results of formation meeting (.1);	1.40 hrs
04/13/01	MGZ	Review of first day pleadings and signed orders regarding general background and case status (1.3);	1.30 hrs
04/17/01	BK	Preparation of fax list for co-counsel and members of committee of official committee of asbestos claimants (0.5);	.50 hrs
04/17/01	SEJ	Office conference with M. Zaleski on possible conveyance matter; review of memorandum;	.50 hrs
04/17/01	RXZA	Review of first day binders (.3);	.30 hrs
04/17/01	MGZ	Review of correspondence from E. Strug regarding Committee membership issues (.1); review of correspondence from J. Cooney regarding same (.1); drafting of correspondence to E. Strug regarding same (.1); drafting of correspondence to C. Gilfillian regarding opening new file for Grace Committee (.1);	.40 hrs
04/17/01	MGZ	Review of correspondence from R. Tobin regarding copies of petitions and first day motions (.1); drafting of correspondence to R. Tobin regarding same (.1); review of correspondence from R. Tobin regarding dip financing motion (.1); drafting of correspondence to P. Lockwood regarding membership and representation of the other Committee's (.1); review of correspondence from P. Lockwood regarding same (.1); review of	

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	correspondence from P. Lockwood regarding review of Debtor;s first day pleadings (.1); review of correspondence from E. Strug, drafting of correspondence to E. Strug regarding attorney from Trustee office assigned to case (.1); review of Debtors information brief regarding general case background (.6);	1.30 hrs
04/17/01 MGZ	Review of correspondence from R. Tobin regarding preparation of professional retention applications (.1); drafting of correspondence to R. Tobin regarding same (.1);	.20 hrs
04/17/01 MGZ	Review of dip loan documents regarding general background of Debtors post-petition financing (.6);	.60 hrs
04/17/01 MGZ	Telephone conference with P. Lockwood regarding 4/18 status hearing (.4);	.40 hrs
04/17/01 MGZ	Review of correspondence from P. Lockwood regarding fraudulent transfer claims (.2);	.20 hrs
04/18/01 BK	Draft notice of appearance for Ashby & Geddes and Caplin & Drysdale;	.50 hrs
04/18/01 MGZ	Review of correspondence from L. LeClair regarding fraudulent transfer causes of action (.1); review of research memo regarding same (.3);	.40 hrs
04/18/01 MGZ	Drafting of correspondence to R. Tobin regarding Committee professional retentions (.1); review of correspondence from R. Tobin regarding same (.1);	.20 hrs
04/18/01 MGZ	Review of correspondence from E. Strug regarding Committee membership issues (.1); drafting of correspondence to E. Strug regarding same (.1);	.20 hrs
04/18/01 MGZ	Telephone conference with R. Tobin regarding professional retention applications (.2);	.20 hrs
04/18/01 MGZ	Review of agenda for status conference (.1); review of Debtors injunction motion and related documents regarding preparation for attendance at hearing (.3); attendance at hearing regarding status and omnibus matters (1.5); telephone conference with P. Lockwood regarding omnibus hearing (.4);	2.30 hrs
04/19/01 BK	Obtain 2002 service list from debtor's counsel (0.2); convert 2002 service list to Microsoft Word label format (.5);	.70 hrs
04/19/01 MGZ	Drafting of correspondence to Steve Jenkins regarding fraudulent transaction litigation materials (.1); review of correspondence from Steve Jenkins regarding same (.1);	.20 hrs
04/19/01 MGZ	Draft critical dates calendar for Committee members (.8);	.80 hrs
04/20/01 BK	Filing and serving notice of appearance (.7);	.70 hrs
04/20/01 MGZ	Review of Debtors key employee program relief in wages motion (.4); telephone call to P. Lockwood regarding key employee programs (.1); telephone conference with M. Joseph regarding same (.2); telephone call to L. Kruger and telephone call to R. Raskin regarding same (.1); telephone	

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	conference with Debtors counsel regarding same (.3); telephone call to M. Lastowski regarding same (.1);	1.20 hrs
04/20/01 MGZ	Review of correspondence from D. Carickhoff regarding conflict materials (.1); drafting of correspondence to P. Lockwood and R. Tobin regarding same (.1); review of top 50 creditor list and related documents regarding conflict searches (.2);	.40 hrs
04/23/01 BK	Coordinate forwarding of calendar of critical dates to co-counsel and committee members (.2);	.20 hrs
04/23/01 RXZA	Telephone conference with J. Kapp of Kirkland and Ellis and Matt Zaleski regarding employee retention issues (.2); review e-mail regarding conference call with Debtor's counsel regarding request for information on employee retention	.30 hrs
04/23/01 MGZ	Review of correspondence from R. Higgins regarding employee retention matters (.1); telephone call to R. Higgins regarding same (.1); telephone conference with R. Higgins regarding request for information on employee retention matters (.3); telephone conference with E. Inselbuch regarding same (.1); telephone conference with J. Kapp regarding same (.2); drafting of correspondence to co-counsel regarding status of employee retention matters (.2);	1.00 hrs
04/23/01 MGZ	Review of correspondence from P. Lockwood regarding critical dates calendar for Committee members (.1); office conference with Ben Keenan regarding same (.1);	.20 hrs
04/25/01 MGZ	Telephone conference with R. Higgins regarding request for information on employee retention programs (.2); review of employment agreements regarding motion to assume (.3);	.50 hrs
04/26/01 BK	Forward court-clocked copies of notice of appearance to co-counsel (.1); coordinate distribution of calendar of critical events (.1);	.20 hrs
04/26/01 MGZ	Drafting of correspondence to D. Carickhoff regarding status of scheduling order on P.I. motion (.1); review of correspondence from D. Caricehuff regarding same (.1); review of Property Damage Committee objection to P. I. motion (.3); telephone conference with P. Lockwood regarding Property Damage Committee's objection (.1); telephone conference with E. Inselbuch regarding same (.1);	.70 hrs
04/26/01 MGZ	Draft critical dates calendar for Committee members (.8); drafting of correspondence to co-counsel regarding critical dates calendar (.1); review of correspondence from P. Lockwood regarding same (.1);	1.00 hrs

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04/26/01	MGZ	Review of correspondence from E. Strug regarding Zonolite plaintiffs stay motion (.1); drafting of correspondence to E. Strug regarding same (.1); telephone conference with P. Lockwood regarding same (.2); telephone conference with B. Sullivan regarding same (.2);	.60 hrs
04/27/01	MGZ	Review of Zonolite plaintiffs objection to P.I. motion (.2); review of Debtors motion for P.I. and related pleadings regarding preparation of objection (1.0); telephone conference with P. Lockwood regarding objection to P.I. motion (.7);	1.90 hrs
04/27/01	MGZ	Review of Zonolite plaintiffs stay relief motion (.5);	.50 hrs
04/29/01	SEJ	Review documents on possible cause of action and e-mail to M. Zaleski;	.80 hrs
05/01/01	BK	Update facsimile cover sheet for committee and co-counsel;	.10 hrs
05/01/01	MGZ	Review of correspondence Steve Jenkins regarding fraudulent conversary causes of action (.1); drafting of correspondence to Steve Jenkins regarding same (.1);	.20 hrs
05/01/01	MGZ	Telephone conference with R. Higgins regarding Committees requests for information on key employee programs (.2);	.20 hrs
05/01/01	MGZ	Telephone conference with R. Tobin regarding preparation of retention applications (.2); review of correspondence from R. Tobin regarding drafts of Tersigni and Pearson applications (.1); review of correspondence from R. Tobin regarding Caplin and Drysdale retention papers (.1); brief review of Tersigni and Pearson retention applications (.3); drafting objections to Debtors motion for preliminary injunction (1.5);	2.20 hrs
05/01/01	MGZ	Telephonic participation in meeting of asbestos P.I. Committee (2.7);	2.70 hrs
05/01/01	MGZ	Review of price stay relief motion regarding preparation of objection (.3); draft objection to price stay relief motion (1.7); drafting of correspondence to B. Sullivan regarding Debtors objection to expedited hearing on price stay motion (.1); review of correspondence from B. Sullivan regarding same (.1); telephone conference with B. Sullivan regarding same (.1);	2.30 hrs
05/01/01	MGZ	Office conference with S. Baena regarding meeting counsel for P.D. and P.I. Committees (.2); drafting of correspondence to P. Lockwood regarding same (.1); review of correspondence from P. Lockwood regarding same (.1);	.40 hrs
05/02/01	BK	Create facsimile service list for response and objection pleadings; serve response and objection via facsimile and overnight mail to 2002 service list (2.2);	2.20 hrs

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05/02/01	MGZ	Review of correspondence from P. Lockwood regarding objection to price stay relief motion (.1); review of and revisions to objection to price stay relief motion (.8); draft letter to Judge Farnan regarding submitting objections (.2);	1.10 hrs
05/02/01	MGZ	Review of correspondence from P. Lockwood regarding objection to Debtors P.I. motion (.1); review of pleadings regarding same (1.7); review of and revisions to objection to the Debtors of P.I. motion (.9); draft service list and certificate for objections (.2);	2.90 hrs
05/02/01	MGZ	Drafting of correspondence to P. Lockwood regarding preparation for attendance at hearing on 5/3 (.1); telephone conference with P. Lockwood regarding same (.2);	.30 hrs
05/02/01	MGZ	Review of correspondence from P. Lockwood regarding membership of other Committees (.1);	.10 hrs
05/02/01	MGZ	Review of correspondence from lender's counsel regarding revised form of the dip financing order (.1); review of revised form of the dip financing order (.5); telephone call to lender's counsel regarding comments on revised form of the dip order (.1); drafting of correspondence to P. Lockwood regarding revised dip financing order (.1);	.80 hrs
05/03/01	BK	Preparation of facsimile sheets for calendar of critical events (.1);	.10 hrs
05/03/01	MGZ	Review of pleadings regarding preparation for omnibus hearing (1.0); meeting with P. Lockwood regarding same (.3); attendance at hearing regarding omnibus matters including conference with Court (2.5);	3.80 hrs
05/03/01	MGZ	Office conference with P. Lockwood regarding outcome of P.I. motion (.3);	.30 hrs
05/03/01	MGZ	Review of correspondence from R. Tobin regarding retention applications for co-counsel and exhibits (.1); telephone call to R. Tobin regarding same (.2); review of correspondence from Debtors counsel regarding documents related to key employee retention programs (.1); review of documents underlying key employee retention programs (.3);	.70 hrs
05/04/01	CMG	Drafting of notice of application regarding Caplin & Drysdale; preparation of certificate of service and labels; telephone conference with Parcels regarding filing and serving same (.8); drafting of notice of application regarding LAS; preparation of certificate of service and labels; telephone conference with Parcels regarding Filing and serving of same (.8); drafting of notice of application regarding Tersigni; preparation of certificate of service and labels; telephone conference with Parcels regarding filing and serving of same (.8);	2.40 hrs

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05/04/01 RP	Office conference with Matt Zaleski regarding retention application; review conflicts checks; draft notice of application and retention application (2.7);	2.90 hrs
05/04/01 WST	Telephone call to Debtors counsel to obtain 2002 service list (.2); compare ours against theris; update our list and print (1.1);	1.30 hrs
05/04/01 CJB	Coordinate filings and serving of various notices and retention applications with Christina M. Garvine and Parcels;	.30 hrs
05/04/01 MGZ	Review of correspondence from L. Karastergiou regarding documents related to key employee retention programs (.1); drafting of correspondence to L. Karastergiou regarding same (.1); telephone conference with P. Lockwood regarding same (.3);	.50 hrs
05/04/01 MGZ	Review of correspondence J. Wisler regarding sataus of order on preliminary injunction (.1); drafting of correspondence to J. Wisler regarding same (.1);	.20 hrs
05/04/01 MGZ	Draft critical dates calendar for Committee members (.8);	.80 hrs
05/04/01 MGZ	Review of revisions to Caplin and Drysdale retention application and related documents (.5); review of revisions to Las retention application and related documents (.3);	.80 hrs
05/04/01 MGZ	Review of revisions to Tersigni regarding application and related documents (.6); office conference with Christina M. Garvine regarding filing and serving co-counsel and expert retention applications (.5); telephone call to M. Eskin and meeting with M. Eskin regarding Committee execution of retention applications (.4);	1.50 hrs
05/06/01 MGZ	Review of Womble Carlisle fee application (.4); review of Lazard Freres fee application (.3); review of KPMG fee application (.3);	1.00 hrs
05/07/01 BK	Obtain, duplicate and forward to co-counsel document regarding Chase Manhattan motion for reconsideration;	.20 hrs
05/07/01 MGZ	Telephone conference with J. Kapp regarding Blackston Retention issues (.2);	.20 hrs
05/07/01 MGZ	Revise critical dates calendar for Committee members (.4); review of correspondence from P. Lockwood regarding critical dates calendar (.1);	.50 hrs
05/07/01 MGZ	Drafting of correspondence to D. Carrickoff regarding information on 341 meeting (.1); review of correspondence from D. Carrickoff regarding same (.1);	.20 hrs
05/08/01 BK	Coordinate forwarding of calendar of critical events (.3); forward recent court-clocked pleadings to co-counsel in Washington, D.C. and New York (.2);	.50 hrs

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05/08/01	MGZ	Telephone conference with D. Dandenau regarding Lorch contract assumption motion (.3);	.30 hrs
05/08/01	MGZ	Review of correspondence from Court Reporter regarding copies of hearing transcript (.1);	.10 hrs
05/08/01	MGZ	Telephone conference with E. Strug regarding retention applications (.1);	.10 hrs
05/08/01	MGZ	Telephone conference with J. Kapp regarding employee incentive programs (.1); telephone conference with P. Lockwood regarding general Committee motion to reconsider employee benefits (.2); review of correspondence from P. Lockwood regarding same (.1);	.40 hrs
05/08/01	MGZ	Telephone conference with J. Kapp regarding retention motion (.1); telephone conference with P. Lockwood regarding Blackstone retention application (.3);	.40 hrs
05/08/01	MGZ	Telephone conference with P. Lockwood regarding Caplin and Drysdale case staffing (.1); revise critical dates calendar (.4);	.50 hrs
05/09/01	MGZ	Review of correspondence from J. Kapp regarding Debtors application to retain Blackstone (.1);	.10 hrs
05/11/01	RP	Office conference with Matt Zaleski regarding retention application of Ashby & Geddes (.1);	.10 hrs
05/11/01	BK	Updating 2002 service list (.7); updating docket (1.3); obtain retention orders for Lazard Freres in Owens Corning and Armstrong matters and forward to Robert Raskin (.3); coordinate distribution of calendar of critical events (.2);	2.50 hrs
05/11/01	MGZ	Telephone conference with R. Raskin regarding negotiations on Blackstone employment application (.2);	.20 hrs
05/11/01	MGZ	Review of materials provided by Debtors regarding review of Debtors key employee retention programs (.7);	.70 hrs
05/11/01	MGZ	Draft critical dates calendar for Committee members (.6); review of correspondence from P. Lockwood regarding critical dates calendar (.1); revise and finalize critical dates calendar for Committee members (.2);	.90 hrs
05/15/01	RXZA	Review key employee agreements in conjunction with review of motion to approve key employment retention (1.4); review key employee retention plan motion (2.0);	3.40 hrs
05/16/01	RXZA	Review documents used to develop key employee retention plans (4.7); review compensation agreements for J. Forhand, P. Norris, A. McDonald, B. Corcoran, R. Tarloa, W. Smith, and C. Johnson (3.5);	8.20 hrs
05/17/01	MGZ	Review of general creditor Committee's motion for reconsideration of employee payments (.3); review of Debtors motion to approve key employee retention programs (.3); drafting of joinder in general Committee's motion for reconsideration (.2); telephone conference with J. Kapp regarding Debtors key retention programs (.1);	.90 hrs

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05/17/01	MGZ	Telephone conference with J. Kapp regarding Blackstone group retention application (.1);	.10 hrs
05/17/01	MGZ	Drafting of critical dates calendar for Committee members (.5); drafting of correspondence to co-counsel regarding critical dates calendar (.1);	.60 hrs
05/18/01	BK	Coordinate distribution of calendar of critical events (.1)	.30 hrs
05/18/01	MGZ	Telephone call to F. Perch regarding 341 meeting's location (.1); review of pleadings regarding brief preparation for attendance at 341 meeting (.3); attendance at 341 meeting of creditors (1.6);	2.00 hrs
05/18/01	MGZ	Finalize and distribute critical dates calendar for Committee members (.1);	.10 hrs
05/21/01	BK	Updating docket and forward same to Matt Zaleski (.1); obtain updated 2002 service list from debtor counsel and update Ashby & Geddes list (.5);	.60 hrs
05/21/01	RP	Review of and edit Asbestos Committee's joinder in secured Committee's motion for reconsideration and amendment of first day order authorizing payment of certain prepetition employee payments; instructions to paralegal regarding same;	.30 hrs
05/21/01	MGZ	Telephone conference with N. Davis regarding case status update for Committee member (.4);	.40 hrs
05/21/01	MGZ	Review of joinder in general Committees motion to reconsider employee programs (.1); office conference with Ricardo Palacio regarding finalizing, filing and serving joinder (.1); review of correspondence from Ricardo Palacio regarding same (.1); drafting of correspondence to co-counsel regarding joinder in general Committee motion (.4); review of correspondence from P. Lockwood regarding same (.1);	.80 hrs
05/21/01	MGZ	Review of correspondence from E. Strug regarding notice of use of address for Caplin and Drysdale (.1);	.10 hrs
05/21/01	BK	Filing and serving joinder motion;	.30 hrs
05/22/01	BK	Forward joinder motion to co-counsel in New York and Washington, D.C.;	.20 hrs
05/23/01	BK	Review of administrative order concerning fee applications;	.20 hrs
05/25/01	MGZ	Review of Debtors key employee retention programs and various related marviacs (1.1); telephone conference with J. Sakalow regarding Debtors key employer programs (.3); begin drafting objection to Debtors key employee retention programs (.7); telephone conference with L. Tersigni regarding key employee retention programs (.3); telephone call to R. Raskin and A. Krejer regarding same (.1); review of correspondence from J. Sakalow regarding same (.1); telephone call to M. Laskowsik regarding same (.1); telephone call to J. Kapp regarding key employee retention programs	

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	(.1); review of correspondence from J. Kapp regarding same (.1);	2.90 hrs
05/25/01 MGZ	Telephone conference with J. Sakalo regarding discussion of ready matters (.2);	.20 hrs
05/25/01 MGZ	Begin draft calendar for Committee members (.4);	.40 hrs
05/29/01 BK	Preparation of certifications of no objection for co-counsel and L. Tersigni employment applications (1.0);	1.00 hrs
05/30/01 BK	Updating of 2002 service list and core service list (.5); filing and serving notice of change of address for co-counsel in New York (.5);	1.00 hrs
05/30/01 BK	Preparation of certification of no objection for Legal Analysis Systems employment application (.3); filing and serving certifications of no objection for employment applications for co-counsel, L. Tersigni Consulting and Legal Analysis Systems (1.2);	1.50 hrs
05/30/01 MGZ	Telephone conference with P. Lockwood regarding key employee programs and negotiations with Debtors (.2); review of correspondence from J. Kapp and telephone conference with J. Kapp regarding key employee retention programs (.3);	.50 hrs
05/30/01 MGZ	Telephone conference with P. Lockwood regarding Blackstone retention application and negotiations with Debtors (.1);	.10 hrs
05/30/01 MGZ	Drafting of correspondence to P. Lockwood regarding conference call with PD Committee (.1); review of correspondence from P. Lockwood regarding same (.1);	.20 hrs
05/30/01 MGZ	Review of revisions to certificate of no objection to LAS retention (.2); office conference with B. Keenan regarding filing and service of no objection (.1);	.30 hrs
05/31/01 BK	Update docket and forward to Matt Zaleski (.1);	.10 hrs
05/31/01 MGZ	Telephone conference with L. Tersigni regarding key employee retention programs (.2);	.20 hrs
05/31/01 MGZ	Review of correspondence from J. Sakalo regarding access to courts docket (.1); drafting of correspondence to J. Sakalo regarding same (.1);	.20 hrs
05/31/01 MGZ	Review of correspondence from E. strug regarding players list for Committees (.1);	.10 hrs
06/01/01 MGZ	Review of correspondence from L. Tersigni regarding key employee retention programs (.1); telephone conference with L. Tersigni regarding same (.4); review of correspondence from J. Sakalo regarding same (.1); telephone conference with J. Sakalo regarding same (.3); telephone conference with P. Lockwood regarding same (.3); telephone conference with J. Kapp regarding same (.2);	1.40 hrs

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06/01/01	MGZ	Revise and finalize calendar of critical dates for Committee members (.5);	.50 hrs
06/01/01	BK	Coordinate distribution of calendar of critical events to committee members (.2);	.20 hrs
06/04/01	MGZ	Telephone call to A. Krieger regarding key employee retention programs (.1); telephone conferences with L. Tersigni regarding same (.8); review of executive agreement regarding same (.5); telephone conferences with J. Kapp regarding same (.7); telephone conference with P. Lockwood regarding same (.2);	2.30 hrs
06/05/01	BK	Preparation of chart of applications and certifications of no objection of co-counsel and committee consultants (.4);	.40 hrs
06/06/01	MGZ	Review of correspondence from A. Krieger regarding key employee retention program negotiations (.1); telephone call to A. Krieger regarding same (.1); review of correspondence from R. Higgins regarding information on key employee programs (.1); drafting of correspondence to L. Tersigni regarding same (.1); telephone conference with L. Tersigni regarding same (.1); review of correspondence from J. Kapp regarding key employee retention program negotiations (.1); telephone conference with P. Lockwood regarding same (.2); telephone conference with J. Sakalo regarding same (.2); telephone conference with J. Kapp regarding same (.2); telephone conference with P. Lockwood regarding change of counsel agreement (.3); telephone conference with J. Kapp regarding same (.2); telephone conference with J. Kapp regarding KERP discussion with financial advisors (.2); telephone conference with L. Tersigni regarding same (.1);	2.00 hrs
06/06/01	MGZ	Review of correspondence from R. Higgin regarding Blackston retention order (.1); drafting of correspondence to P. Lockwood regarding same (.1); telephone conference with P. Lockwood regarding same (.2); telephone call to S. Baena regarding same (.1); drafting of correspondence to S. Baeuna regarding same (.1); review of correspondence from P. Lockwood regarding same (.1); review of correspondence from P. Lockwood regarding Blackston retention order (.1);	.80 hrs
06/06/01	MGZ	Review of correspondence from R. Higgins regarding confidential agreement for Committee (.1); drafting of correspondence to P. Lockwood regarding same (.1); review of correspondence from P. Lockwood regarding same (.1); telephone conference with P. Lockwood regarding same (.1);	.40 hrs

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06/07/01	MGZ	Telephone conference with L. Tersigni regarding key employee programs (.5); telephone conference with L. Tersigni, D. Seigal, J. Kapp, B. McGuan, and R. Higgins regarding same (2.1); telephone conference with P. Lockwood regarding change of counsel provisions (.4); review of correspondence from R. Higgins regarding same (.1); drafting of correspondence to P. Lockwood regarding same (.1); telephone conference with J. Kapp regarding key employee programs and Blackston order (.5);	3.70 hrs
06/07/01	MGZ	Review of correspondence from S. Baena regarding Blackston order (.1); drafting of correspondence to S. Baena regarding same (.1);	.20 hrs
06/07/01	MGZ	Telephone conference with P. Lockwood regarding expert retention motion (.3); review of expert retention motion (.3); telephone conference with S. Baena regarding Debtors omnibus motion (.4); review of correspondence from S. Lawrence regarding Asbestos litigation transfer issues (.1); drafting of correspondence to S. Lawrence regarding same (.1); legal research regarding same (.4); office conference with R. Palacio regarding same (.2);	1.80 hrs
06/08/01	MGZ	Review of settlement agreement motion (.3);	.30 hrs
06/08/01	MGZ	Review of motion to modify preliminary injunction and memo support (.7);	.70 hrs
06/11/01	MGZ	Telephone conference with P. Lockwood regarding joint motion to prosecute fraud transfer claims (.3); telephone call to T. Suett regarding same (.1); review of letter from Scott Baena to D. Bernick regarding litigation (.2); review of correspondence from P. Lockwood regarding Baena letter (.1);	.70 hrs
06/11/01	MGZ	Telephone conference with P. Lockwood regarding expert retention motion (.1); telephone conference with J. Kapp regarding expert retention motion (.2);	.30 hrs
06/11/01	MGZ	Telephone conference with P. Lockwood regarding motion to settle claims (.2); telephone call to N. Finch regarding confirmation agreement (.1);	.30 hrs
06/11/01	MGZ	Telephone conference with J. Kapp regarding motion to settle claims (.2);	.20 hrs
06/11/01	MGZ	Telephone conference with J. Kapp regarding change of control issues (.2);	.20 hrs
06/11/01	CSS	Review of applicatin to retain Ashby & Geddes and drafting of minor revisions to same; e-mail correspondence with Matt Zaleski regarding filing and service of retention application;	1.10 hrs
06/12/01	BK	Preparation of notice of application for Ashby & Gedded retention application (.5);	.50 hrs

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06/12/01 RP	Draft and revise Ashby & Geddes retention application and affidavit in support thereof;	2.20 hrs
06/12/01 MGZ	Review of correspondence from Christopher Sontchi regarding retention application (.1); office conference with Christopher Sontchi regarding same (.2);	.30 hrs
06/12/01 MGZ	Review of correspondence from T. Swett regarding joint prosecution motion Committee (.1); drafting of correspondence to T. Swett regarding same (.1); review of draft joint Committee prosecution motion (.5); legal research regarding citations in joint Committee prosecution motion (1.3); telephone conferences with T. Swett regarding same (.5);	2.50 hrs
06/12/01 CSS	Office conference with Ricardo Palacio regarding review of results of conflict check and drafting of retention application (.4); e-mail correspondence with Matt Zaleski and William Bowden regarding filing of retention application (.1));	.50 hrs
06/13/01 MGZ	Review of correspondence from R. Higgins regarding revised KERP orders (.1); review of revised KERP orders (.4); review of correspondence from J. Kapp regarding key employee retention programs (.1); telephone call to J. Kapp regarding same (.1); telephone conference with J. Sakalo regarding same (.1); review of correspondence from R. Higgins regarding sales bonus totals (.1);	.90 hrs
06/13/01 MGZ	Review of correspondence from T. Swett regarding Committee membership issues (.1);	.10 hrs
06/13/01 MGZ	Review of correspondence from Christopher Sontchi regarding Ashby-Geddes' retention application (.1);	.10 hrs
06/13/01 CSS	Review of retention application and supporting affidavit (.4); drafting of revisions to retention application and supporting affidavit (1.2);	1.60 hrs
06/14/01 BK	Preparation of notice of application for Ashby & Geddes retention application; filing and serving Ashby & Geddes retention application (1.0);	1.00 hrs
06/14/01 MGZ	Review of correspondence from J. Kapp regarding confidentiality agreement (.1); telephone conference with E. Inselbuch regarding status of pending matters (.3);	.40 hrs
06/14/01 MGZ	Telephone conference with L. Tersigni regarding key employee retention programs (.1); telephone conferences with L. Tersigni regarding key employee retention programs (.8);	.90 hrs
06/14/01 MGZ	Review of correspondence from T. Taconelli regarding joint motion to prosecute fraud conversation (.1); telephone conferences with T. Swett regarding same (.6); telephone conference with T. Taconelli regarding same (.1); telephone conference with T. Swett and S. Baena regarding	

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	same (.3); telephone conference with T. Taconelli regarding revisions to joint prosecutor motion (.4); office conference with T. Taconelli regarding same (.6); review of joint prosecutor motion (.4);	2.50 hrs
06/14/01 MGZ	Telephone conference with T. Swett regarding DeMornes settlements motion (.2);	.20 hrs
06/14/01 MGZ	Telephone conference with T. Swett regarding expert retention motion (.1);	.10 hrs
06/14/01 MGZ	Office conference with M. Eskin regarding Ashby & Geddes retention application (.4);	.40 hrs
06/14/01 CSS	Office conferences with Matt Zaleski regarding execution of retention application(.4); review of retention application and notice(.3);	.70 hrs
06/14/01 CSS	Drafting of substitution of counsel(.3);	.30 hrs

Total fees	\$	27,614.00
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DISBURSEMENTS

04/02/01	Parcel's Inc. - Delivery Service (Job. No. 60469, Document Retrieval Services, First Days Motions)	217.90
04/02/01	Parcel's Inc. - Delivery Service (Job. No. 60081, Document Retrieval Services)	567.50
04/04/01	Court Reporter (Wilcox & Fetzer - Inv. No. 32717, 4/2/01 Hearing Transcript)	310.25
04/16/01	Costs Advanced (Lason - Inv. No. INVLDC0023626, 4/3/01 Document Duplication Services)	722.85
04/16/01	Costs Advanced (Lason - Inv. No. INVDL0023627, 4/2/01 Document Duplication Services, Binders)	563.40
04/19/01	Parcel's Inc. - Delivery Service (Job. No. 1602, Document Duplication and Binding Charges)	495.50
04/20/01	Photocopies	33.90
04/23/01	Parcel's Inc. - Delivery Service (Job. No. 62040, Multi-Fax Service)	31.25
04/25/01	Costs Advanced (Patsy's Restaurant - Dinner, New York 4/24/01)	200.00
05/04/01	Parcel's Inc. - Delivery Service (Multiple Inner City Deliveries)	80.00
05/07/01	Court Reporter (Valerie J. Gunning - 5/3/01 Transcript of Hearing)	133.50
05/08/01	Parcel's Inc. - Delivery Service (Multi-Fax Services 5/8/01)	69.00
05/15/01	Parcel's Inc. - Delivery Service (Job. No. 1765, Document Duplication, Mailing and Service 5/4/01)	671.70
05/21/01	Parcel's Inc. - Delivery Service (Multiple Inner City Deliveries)	82.50
05/23/01	Costs Advanced (Lason - Inv. No. INVDL0024091, 5/21/01 Document Duplication and Mail-Out)	132.56

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05/30/01	Parcel's Inc. - Delivery Service (Multiple Inner City Deliveries)	90.00
06/01/01	Costs Advanced (Lason - Inv. No. INV DLC0025091, Document Duplication and Mail-Out, 5/21/01)	132.56
06/01/01	Costs Advanced (Lason - Inv. No. INV DLC0025466, 5/30/01 Document Duplication and Mail-Out)	134.38
06/01/01	Parcel's Inc. - Delivery Service (5/18/01 Job. No. 1914, Multi-Fax Service)	37.75
06/05/01	Parcel's Inc. - Delivery Service (6/1/01 Job. No. 1995, Multi-Fax Services)	82.50
06/14/01	Parcel's Inc. - Delivery Service (Multiple Inner City Deliveries)	97.50
06/14/01	Parcel's Inc. - Delivery Service (Job. No. 215222, Delivery)	15.00
06/15/01	Parcel's Inc. - Delivery Service (Job.No. 218166, Delivery)	7.50
06/15/01	Costs Advanced (Lason - Inv. No. INV DLC0026050, 6/14/01 Document Duplication)	386.00
06/15/01	Federal Express	631.17
06/15/01	Photocopies (3641 Pages @ \$.10 per Page)	364.10
06/15/01	Postage	106.67
06/15/01	Secretarial Overtime	87.55
06/15/01	Facsimile (1085 Pages @ \$.50 per Page)	542.50
06/15/01	Long Distance Telephone	61.92
06/15/01	Virtual Docket - Court Document Downloading Charges	56.50

Total disbursements	\$	7,145.41
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BILLING SUMMARY

Stephen E. Jenkins	1.30 hrs	350 /hr	455.00
Christopher S. Sontchi	4.20 hrs	285 /hr	1,197.00
Matthew G. Zaleski, III	79.80 hrs	250 /hr	19,950.00
Ricardo Palacio	5.50 hrs	230 /hr	1,265.00
R. X. Zahralddin-Aravena	12.20 hrs	225 /hr	2,745.00
Wendy S. Travers	1.30 hrs	120 /hr	156.00
Cathie J. Boyer	.30 hrs	120 /hr	36.00
Benjamin Keenan	15.70 hrs	100 /hr	1,570.00
Christina M. Garvine	2.40 hrs	100 /hr	240.00

TOTAL FEES	122.70 hrs	\$	27,614.00
TOTAL DISBURSEMENTS		\$	7,145.41

TOTAL CHARGES FOR THIS BILL		\$	34,759.41

EXHIBIT B

SUMMARY OF PROFESSIONALS

<u>Name</u>	<u>Position</u>	<u>Years in Position</u>	<u>Rate</u>
Stephen E. Jenkins (SEJ)	Partner	12+ years	\$350.00
Christopher S. Sontchi (CSS)	Partner	1 year	\$285.00
Matthew G. Zaleski III (MGZ)	Associate	4+ years	\$250.00
Ricardo Palacio	Associate	4+ years	\$230.00
R. X. Zahralddin-Aravena (RXZA)	Associate	3+ years	\$225.00
Cathie J. Boyer (CJB)	Paralegal	14+ years	\$120.00
Wendy S. Travers (WST)	Paralegal	13+ years	\$120.00
Benjamin Keenan (BK)	Paralegal	1 year	\$100.00
Christina M. Garvine (CMG)	Paralegal	6+ years	\$100.00

SCHEDULE OF TIME EXPENDED BY PROFESSIONALS

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Value</u>
Stephen E. Jenkins	1.3	\$350.00	\$455.00
Christopher S. Sontchi	4.20	\$285.00	\$1,197.00
Matthew G. Zaleski, III	79.80	\$250.00	\$19,950.00
Ricardo Palacio	5.50	\$230.00	\$1,265.00
R. X. Zahralddin-Aravena	12.20	\$225.00	\$2,745.00
Cathie J. Boyer	.30	\$120.00	\$36.00
Wendy S. Travers	1.30	\$120.00	\$156.00
Benjamin Keenan	15.70	\$100.00	\$1,570.00
Christina M. Garvine	2.40	\$100.00	\$240.00
Total	122.70	\$225.05	\$27,614.00

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery	13.90	\$3,525.00
Case Administration	18.60	\$2,974.00
Claims Administration And Objections	.80	\$200.00
Employee Benefits/Pensions	22.90	\$5,636.50
Fee/Employment Applications	21.30	\$4,312.50
Fee/Employment Objections	14.70	\$3,385.00
Financing	1.40	\$350.00
Litigation	9.10	\$2,275.00
Relief from Stay Proceedings	6.70	\$1,631.00
Committee Administration	13.30	\$3,325.00
Grand Total	122.70	\$27,614.00

EXHIBIT C

EXPENSE SUMMARY

Category of Expenses	Amount
Parcels, Inc. (Document retrieval and delivery service)	\$2,579.50
Lason (Document duplication service)	\$2,071.75
Court Reporters	\$443.75
Costs Advanced/Dinner Meeting	\$200.00
Secretarial Overtime	\$87.55
Long Distance Telephone	\$61.92
Photocopies (3,641 x \$.10 per page)	\$364.10
Federal Express	\$631.17
Postage	\$106.67
Facsimile (17 pages @ \$.50 per page)	\$542.50
Virtual Docket (Court document downloading charges)	\$56.50
Total	\$7,145.41

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-01139 (JJF)
) (Jointly Administered)
Debtors.)

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Tammie J. Bello, being duly sworn according to law, deposes and says that she is employed by the law firm of Ashby & Geddes, P.A. attorneys for the Official Committee of Asbestos Personal Injury Claimants in the above-captioned matter, and that on the 21st day of August, 2001, she caused a copy of the following document to be served upon the parties listed below in the manner indicated:

FIRST AND FINAL FEE APPLICATION OF ASHBY & GEDDES, P.A. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS OF W.R. GRACE & CO., FOR THE PERIOD APRIL 12, 2001 THROUGH JUNE 15, 2001.

VIA HAND DELIVERY:

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Chase Manhattan Centre, 15th Floor
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Wilmington, DE 19801

Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
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Wilmington, DE 19899

Laura Davis Jones, Esquire
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VIA FIRST CLASS MAIL; POSTAGE PREPAID:

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Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982


Tammie J. Bello

SWORN TO AND SUBSCRIBED before me this 21st day of August, 2001.


Notary Public

